

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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ORDER UNDER 11 U.S.C. § 365(d)(2) DENYING MOTION OF  
RUSSELL REYNOLDS ASSOCIATES, INC. FOR ORDER FIXING  
DEADLINE FOR DEBTORS TO ASSUME OR REJECT EXECUTORY CONTRACT

Upon the motion, dated November 9, 2005 (the "Motion"), of Russell Reynolds Associates, Inc. ("RRA") for an order under 11 U.S.C. § 365(d)(2) fixing deadline for Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession (collectively, the "Debtors"), to assume or reject an executory contract with RRA; and upon the Debtors' Omnibus Objection To Motions Seeking Deadline For Debtors To Assume Or Reject Executory Contracts, dated November 22, 2005; and upon the record of the hearing held on the Motion; and after due deliberation thereon; and, for the reasons stated by the Court in its bench ruling, RRA having failed to establish sufficient cause for such relief, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is DENIED; provided, that RRA shall not be precluded from asserting a claim under 11 U.S.C. § 503(b) in these cases for the services that it is performing postpetition under the executory contract by the fact that it has not been retained under 11 U.S.C. § 327.

2. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: New York, New York  
December 1, 2005

/s/ ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE